

WARNER NORCROSS & JUDD
2000 Town Center, Suite 2700
Southfield, MI 48075
Telephone: 248-784-5131
Facsimile: 248-603-9731
Michael G. Cruse

Attorneys for BorgWarner, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	Chapter 11 Case No.
General Motors Corporation, <i>et al.</i>	09-50026-reg
Debtors.	(Jointly Administered)

**OBJECTION OF BORGWARNER, INC. AND AFFILIATES AND SUBSIDIARIES
TO PROPOSED CURE COSTS CONTAINED IN NOTICE OF (I) DEBTORS
INTENT TO ASSUME AND ASSIGN CERTAIN EXECUTORY CONTRACTS,
UNEXPIRED LEASES OF PERSONAL PROPERTY, AND UNEXPIRED LEASES OF
NONRESIDENTIAL REAL PROPERTY AND (II) CURE COSTS RELATED THERETO**

BORGWARNER, INC. and its affiliates and subsidiaries, (“Objector”) submit this Cure Objection to the proposed cure related costs for the assumption and assignment of the Assumable Executory Contracts (as defined in the Assignment Notice), set forth in the Notice of (I) Debtors’ Intent to Assume and Assign Certain Executory Contracts, Unexpired Leases of Personal Property, and Unexpired Leases of Nonresidential Real Property and (II) Cure Costs Related Thereto (“Assignment Notice”), served upon Objector on June 5, 2009. In support of its Objection, Objector states:

1. The Contract Website sets forth the amount of \$6,708,933.42 as the monetary amount required to cure defaults under the Assumable Executory Contracts with Objector.
2. According to the records maintained by Objector, the correct Cure Amount (the “Correct Cure Cost”) to be paid to Objector shall be \$7,519,721.07.

3. The assumption and assignment of the Assumable Executory Contracts between Debtors and Objector shall be conditioned upon the immediate payment of the Correct Cure Cost.

WHEREFORE, Objector respectfully requests that its Objection be sustained and that the assumption of the Assumable Executory Contract be conditioned upon the immediate payment of the Correct Cure Cost.

Respectfully submitted,

WARNER NORCROSS & JUDD LLP

Date: June 12, 2009

BY: /s/Michael G. Cruse
MICHAEL G. CRUSE (P38837)
Attorneys for BorgWarner, Inc, and
affiliates and subsidiaries
2000 Town Center, Suite 2700
Southfield, MI 48075
Telephone: 248-784-5131
Fax: 248-603-9731
Email: mcruse@wnj.com

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